



HT Media Limited

CIN: L22121DL2002PLC117874

Registered Office: Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi - 110 001

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E-mail: investor@hindustantimes.com Website: www.htmedia.in

Notice of Annual General Meeting

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Members of **HT Media Limited** will be held on Tuesday, September 20, 2016 at 11.00 AM at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003, to transact the following businesses:

ORDINARY BUSINESS

ITEM NO. 1

To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2016, including Balance Sheet as at March 31, 2016 and Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

ITEM NO. 2

To declare dividend on Equity Shares for the financial year ended on March 31, 2016.

ITEM NO. 3

To appoint a Director in place of Shri Shamit Bhartia (DIN: 00020623), who retires by rotation and, being eligible, offers himself for re-appointment.

ITEM NO. 4

To re-appoint M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolution as an

ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, M/s. S.R. Batliboi & Co. LLP, Chartered Accountants [Registration No. 301003E/E300005], be and hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting upto the conclusion of the Fifteenth Annual General Meeting to be held in calendar year 2017, at a remuneration to be determined by the Board of Directors, in addition to the reimbursement of Service Tax and out of pocket expenses as may be incurred by them during the course of their Audit."

SPECIAL BUSINESS

ITEM NO. 5

To offer or invite subscriptions to Non-Convertible Debentures/Bonds aggregating upto Rs.400 Crore and in this regard, to consider and, if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, applicable regulations issued by the Securities and Exchange Board of India (SEBI)/Reserve Bank of India (RBI); and subject to such approvals, consents, permissions, sanctions of appropriate authorities as may be required, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee of the Board, for the time being duly authorized by the Board exercising the powers conferred by this resolution) to offer or invite subscriptions to secured/unsecured redeemable non-convertible debentures/bonds, in one or more series/tranches during a period of one year from the date of passing of this special resolution, on private placement basis, aggregating upto Rs. 400 Crore (Rupees Four Hundred Crore) within the overall borrowing limits of the Company approved by the Members from time to time, from such persons and on such terms and conditions, as the Board may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said debentures/bonds are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto."

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board be and is hereby authorized to do all such acts, deeds and things and execute all such deeds, documents and writings, on an ongoing basis, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO. 6

To adopt a new set of Articles of Association of the Company and in this regard, to consider and, if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder and such other approvals, consents or permissions as may be necessary, approval of the Company be and is hereby accorded to adopt a new set of Articles of Association of the Company as placed before the Members, in substitution to the existing Articles of Association of the Company."

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee of the Board) be and is hereby authorized to do all such acts, deeds and things and execute all such deeds, documents and writings, on an ongoing basis, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM NO. 7

To appoint Shri Dinesh Mittal as a Director liable to retire by rotation, and Whole-time Director of the Company and in this regard, to consider and, if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and Rules made thereunder, and subject to such approvals, consents, permissions, sanctions of appropriate authorities as may be required, Shri Dinesh Mittal (DIN:00105769) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. May 26, 2016, and holds office till the date of Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose the candidature of Shri Dinesh Mittal for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and subject to such approvals, consents, permissions, sanctions of appropriate authorities as may be required, consent of the Company be and is hereby accorded to the appointment of Shri Dinesh Mittal (DIN:00105769), as Whole-time Director of the Company, for a period of 5 (five) years w.e.f. May 26, 2016, including payment of remuneration, on the terms and conditions set out below, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under Schedule V to the Companies Act, 2013-

1.	Salary and Special Pay	Rs. 8,33,355/- per month including Basic Salary of Rs. 6,25,022/- per month, with authority to CEO in consultation with Chairperson (hereinafter referred to as “the Authority”) to revise the Basic Salary and Special Pay from time to time, subject however to a ceiling of Rs. 16,00,000/- per month.
2.	Housing	Either Company’s owned/hired/leased fully-furnished residential accommodation, or House Rent Allowance of equivalent amount in lieu thereof, or a combination of both, the cost of which shall not exceed Rs. 2,08,333/- per month, with power to the Authority to revise the limit from time to time, subject however to a ceiling of Rs. 5,00,000/- per month.
3.	Medical re-imbursment	Re-imbursment of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month’s Basic Salary in a year or three months’ Basic Salary over a period of three years.
4.	Leave Travel Allowance	For self and family, once a year in accordance with Rules of the Company upto a maximum of Rs. 12,00,000/- per annum with power to the Authority to revise the Leave Travel Allowance from time to time, subject however to a ceiling of Rs. 20,00,000/- per annum.
5.	Club Fees	Membership of one club in India (including admission and membership fee) in accordance with Rules of the Company with reimbursement of upto a maximum of Rs. 2,50,000/- per annum with power to the Authority to revise the limit from time to time, subject however to a ceiling of Rs. 5,00,000/- per annum.
6.	Entertainment expenses	Entertainment expenses incurred for the business of the Company shall be reimbursed as per Rules of the Company. Reimbursement of travelling expenses of spouse accompanying the Whole-time Director on any official trip as per Rules of the Company.
7.	Car & Telephone	The Company shall provide one car with driver and telephone at the residence of the Whole-time Director for Company’s business in accordance with Rules of the Company and Company’s expense on Car shall be upto a maximum of Rs. 24,00,000/- per annum with power to the Authority to revise the limit from time to time, subject however to a ceiling of Rs. 40,00,000/- per annum.
8.	Personal Insurance as part of Key Man Insurance	For an amount, premium of which shall not exceed Rs. 7,00,000/- per annum.
9.	PF Contribution	Contribution to Provident Fund shall be as per Rules of the Company.
10.	Gratuity	Gratuity payable shall not exceed half a month’s Basic Salary for each completed year of service or as per prevailing Rule, whichever is higher.
11.	Other allowances, benefits, perquisites and variable pay	Aggregate of – (i) any other allowances, benefits & perquisites admissible to senior Officers of the Company as per Rules of the Company from time to time; (ii) variable pay to be fixed by the Authority on the basis of company’s performance, upto a maximum of 200% of aggregate of remuneration, under (1) to (8) above, per annum; and (iii) Long Range Plan (LRP) Bonus on achievement of LRP objective in year 2018 or in such subsequent year as the Authority may decide, which may be upto 200% of the aggregate of remuneration, under (1) to (11)(ii) above.

Shri Dinesh Mittal will also be entitled to Stock Options as per applicable policies from time to time.

RESOLVED FURTHER THAT if in any financial year the Company has no profits or inadequate profits, the remuneration as decided by the Board of Directors from time to time, shall be paid to Shri Dinesh Mittal as minimum remuneration with the approval of the Central Government, if required.

RESOLVED FURTHER THAT so long as Shri Dinesh Mittal functions as the Whole-time Director of the Company, and draws the remuneration as mentioned above, he will not be paid any fees for attending the meetings of the Board of Directors or any Committee thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee of the Board) be and is hereby authorized to do all such acts, deeds and things and execute all such deeds, documents and writings, on an ongoing basis as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**By Order of the Board
For HT Media Limited**



**(Dinesh Mittal)
Group General Counsel & Company Secretary**

Place: New Delhi
Date: August 10, 2016

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend the meeting and vote in his/her stead and the proxy need not be a member of the Company. The instrument appointing a proxy, in order to be effective, must be deposited with the Company at its Registered Office, duly completed and signed, not less than 48 hours before the scheduled time for holding the meeting. A blank proxy form is annexed to this Notice.**

A person can act as a proxy on behalf of members not exceeding 50 in number and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as a proxy for any other member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the meeting.

2. Corporate Members intending to send their authorized representatives are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
3. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting (Item Nos. 5 to 7 of the Notice) is annexed hereto.
5. As required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Regulations'), the relevant details of Shri Shamit Bhartia and Shri Dinesh Mittal, Directors, are annexed herewith.
6. Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 13, 2016 to Tuesday, September 20, 2016 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if any, declared at the meeting.
7. Dividend on Equity Shares, if declared at the AGM, shall be paid/dispatched on or after Wednesday, September 21, 2016, to the members whose names appear on the Register of Members of the Company on Tuesday, September 20, 2016. In case of shares held in dematerialized form, the dividend thereon shall be paid to the beneficial owners, as per list provided by the depositories for the said purpose.
8. A certificate from the Statutory Auditors that 'HTML Employee Stock Option Scheme' and 'HTML Employee Stock Option Scheme-2009' is implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (read with Securities and Exchange Board of India circular no. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015), shall be available for inspection by Members at the venue of AGM.
9. Members are requested to visit the website of the Company viz. www.htmedia.in for viewing the quarterly and annual financial results and for more information on the Company.
10. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the AGM along with the Annual Report for FY-16 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Share Transfer Agent, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode.

Members are requested to participate in the green initiative in Corporate Governance by providing their name, shareholding details, e-mail id and consent to receive the Notice calling the AGM, Annual Report and other documents permissible to be sent through electronic mode, by sending e-mail at einward.ris@karvy.com. For any other investor related queries, communication may be sent by e-mail to investor@hindustantimes.com.

11. Karvy Computershare Private Limited (Karvy) is the Registrar & Share Transfer Agent of the Company. All investor related communication may be addressed to Karvy at the following address:

Karvy Computershare Private Limited
Karvy Selenium Tower B
Plot No. 31 & 32
Financial District, Nanakramguda
Serilingampally Mandal
Hyderabad - 500 032
Tel : + 91-40-67162222
Fax : + 91-40-23001153
E-mail : einward.ris@karvy.com

12. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividend lying with the Company as on September 25, 2015 (date of last Annual General Meeting) on the website of the Company (www.htmedia.in), as also on the website of the Ministry of Corporate Affairs. Members who have not encashed/received dividend so far in respect of financial years ended on March 31, 2009 to March 31, 2015, are requested to write to Karvy who shall arrange to remit the unclaimed dividend amount.
13. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 to Karvy at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
14. For effecting changes in address / bank details / NECS (National Electronic Clearing Services) mandate; members are requested to notify:
 - (i) Karvy, if shares are held in physical form; and
 - (ii) their respective Depository Participant (DP), if shares are held in electronic form.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / Karvy.
16. Members/Proxies are requested to kindly note the following:
 - (i) copies of Annual Report will not be distributed at the venue of the meeting;
 - (ii) Attendance Slip, sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting;
 - (iii) entry to the hall will be in exchange for duly completed and signed Attendance Slips; and
 - (iv) in all correspondence with the Company and/or Karvy, Folio No. or DP & Client ID No., as the case may be, must be quoted.
17. Members are requested to send their queries, if any, on the financial statements/operations of the Company, to reach the Company Secretary at the Company's Registered Office, at least 7 days before the meeting, so that the information can be compiled in advance.
18. The Notice of this AGM and Annual Report of the Company for the FY-16 circulated to the members of the Company is available on the Company's website, viz. www.htmedia.in.
- 19. Members may please note that briefcase, bag, mobile phone, and/or eatables shall not be allowed to be taken inside the hall for security reasons.**
20. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and the provisions of Regulation 44 of the SEBI Regulations, the members are provided with the facility to cast their vote electronically through remote e-voting facility (i.e. facility of casting votes by using an electronic voting system from a place other than the venue of AGM) provided by Karvy on all resolutions set forth in this Notice.
The Company shall also provide facility for voting through ballot paper at the venue of AGM. Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise the right to vote at the meeting. A Member can opt for only single mode of voting i.e. through remote e-voting or voting through ballot paper at the AGM.
21. The Members, whose names appear in the Register of Member/list of Beneficial Owners as on Tuesday, September 13, 2016 (cut-off date), are entitled to vote by way of voting through ballot paper at the venue of AGM/ remote e-voting on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- 22. The remote e-voting facility will be available during the following period:**

Commencement of remote e-voting	From 9.00 a.m. (Server time) On September 17, 2016 (Saturday)
End of remote e-voting	Up to 5.00 p.m. (Server time) On September 19, 2016 (Monday)

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

23. The Board of Directors has appointed Shri N.C. Khanna, Company Secretary in Practice (C.P. No. 5143) or in his absence Shri Arun Kumar Soni, Company Secretary in Practice (C.P. No. 1726) as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
24. The Scrutinizers shall after the conclusion of voting at the AGM, count the votes cast at the meeting. Thereafter they will unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 48 hrs from the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, the resolution, invalid votes, if any and whether the resolution(s) has/have been carried or not, to the Chairperson or in her absence, to any Director of the Company.
25. The result of voting along with the scrutinizers' report shall be placed on the website of the Company (www.htmedia.in) and on Karvy's website (<https://evoting.karvy.com>) immediately after the result is declared and shall simultaneously be forwarded to the stock exchanges where the Company's shares are listed.
26. The resolutions will be deemed to be passed on the date of AGM subject to receipt of requisite number of votes in favour of the resolutions.
27. Members are requested to carefully read the "Procedure and Instructions for remote e-voting" outlined hereunder.

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING

The Procedure and Instructions for remote e-voting, are as under:-

- (i) In case a Member receives an email from Karvy (for Members whose email addresses are registered with the Company/Depository Participant(s)) which includes details of E-voting Event Number, User ID and password:
 - a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - b) Enter the login credentials (i.e. user-id & password mentioned in a separate communication annexed to this Notice). In case of physical folio, User ID will be E-voting Event Number (EVEN) followed by folio no. In case of Demat holding, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - c) After entering these details appropriately, click on "LOGIN".
 - d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also

enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- e) You need to login again with the new credentials.
 - f) On successful login, the system will prompt you to select the "EVEN" i.e. HT Media Limited.
 - g) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST". Alternatively, you may partially enter any number in "FOR" and partially in "AGAINST", but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN". If a Member does not indicate either "FOR" or "AGAINST", then also it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - h) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as "ABSTAIN".
 - j) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - k) A confirmation box will be displayed, click "OK" to confirm, else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote.
 - l) Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail address: investor@hindustantimes.com with a copy to evoting@karvy.com They may also upload the same in the E-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVEN".
- (ii) In case a Member receives physical copy of the Notice (for Members whose email addresses are not registered with the Company/Depository Participant):
- a) EVEN, User ID and initial password are mentioned in a separate communication annexed to this Notice.
 - b) Please follow all steps from Sr. No.(a) to (l) as mentioned in (i) above, to cast your vote by electronic means.
- (iii) **Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote through remote e-voting may attend the AGM but shall not be allowed to vote again thereat.**
- (iv) In case of any query/grievance in respect of remote e-voting, Members may please refer to Help & FAQ's section available on Karvy's website <https://evoting.karvy.com> or contact Mr. Srikrishna P., Manager, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032 at email id-evoting@karvy.com, contact no. 040-67162222 or Karvy's Toll Free no. 1800-345-4001.
- (v) The voting rights of the Members shall be in proportion to their share in the paid-up equity capital of the Company as on the cut-off date i.e., Tuesday, September 13, 2016.
- (vi) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for remote e-voting i.e., Tuesday, September 13, 2016, he/she may obtain the User ID and Password in the manner as mentioned below:
- a) If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: MYEPWD<space>E-Voting Event Number+Folio no. or DPID Client ID to **+91 9212 993399**
Example for NSDL: MYEPWD<SPACE>IN12345612345678
Example for CDSL: MYEPWD<SPACE>1402345612345678
Example for Physical: MYEPWD<SPACE> XXXX1234567890
 - b) if e-mail address or mobile number of the Member is registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.
 - c) Member may call Karvy's Toll free number 1800-345-4001.
 - d) Member may send an e-mail request to evoting@karvy.com. Karvy shall endeavour to send User ID and Password to those new Members.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

As the Members are kindly aware, at the 13th Annual General Meeting held on September 25, 2015, approval was accorded to the Board of Directors of the Company, to offer or invite subscriptions to secured/unsecured redeemable non-convertible debentures/bonds in one or more tranches, during a period of one year from the date of passing of the Special Resolution on private placement basis, aggregating upto Rs. 400 Crore (Rupees Four Hundred Crore). The aforesaid approval is valid upto September 24, 2016. The Members are apprised that so far, no offer has been made or subscriptions have been invited to secured/unsecured redeemable non-convertible debentures/bonds in terms of the above mentioned approval by the members.

However, in order to augment long term resources for financing, *inter-alia*, ongoing capital expenditure and for general corporate purposes, the Board of Directors may, at an appropriate time, offer or invite subscription to secured/unsecured redeemable non-convertible debentures/bonds upto Rs. 400 Crore. Accordingly, in terms of the applicable provisions of the Companies Act, 2013 and Rules made thereunder, the members are requested to accord their approval to authorize the Board of Directors of the Company to offer or invite subscriptions to secured/unsecured redeemable non-convertible debentures/bonds, in one or more tranches, on private placement basis, aggregating upto Rs. 400 Crore as may be required by the Company, during a period of one year from the date of passing of the accompanying Special Resolution.

None of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financial or otherwise, in this resolution.

The Board commends the Special Resolution set out in Item no. 5 of the Notice for approval by the Members.

ITEM NO. 6

The existing Articles of Association of the Company ('Articles') are in accordance with the provisions of the Companies Act, 1956. While, some articles contain reference to sections of the Companies Act, 1956, some other Articles are required to be aligned with the provisions of the Companies Act, 2013.

In view of the above, the Board of Directors at its meeting held on May 26, 2016, have decided, subject to the approval of the Members of the Company, to amend the existing Articles, by adopting a new set of Articles in line with the provisions of the Companies Act, 2013.

As per Section 14 of the Companies Act, 2013, approval of members of the Company by way of Special Resolution, is required for any alteration of Articles.

The draft of the proposed new Articles shall be available for inspection by Members, without any fee, on all business days (except Saturday and Sunday) during 10.00 AM to 4.00 PM upto the date of Annual General Meeting at the Registered Office of the Company.

None of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financial or otherwise, in this resolution.

The Board commends the Special Resolution set out in Item no. 6 of the Notice for approval by the Members.

ITEM NO. 7

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee of Directors, and subject to approval of the Members, in its meeting held on May 26, 2016, appointed Shri Dinesh Mittal as an Additional Director, and Whole-time Director of the Company for a period of 5 (Five) years, w.e.f. May 26, 2016 including payment of remuneration. In accordance with the provisions of Section 161 of the Companies Act, 2013, Shri Dinesh Mittal shall hold office up to the date of the ensuing Annual General Meeting. In accordance with the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice in writing, from a member along with requisite deposit, signifying his intention to propose Shri Dinesh Mittal as a candidate for the office of Director of the Company.

Shri Dinesh Mittal is the Company Secretary of HT Media Limited since 2006. In his career spanning 28 years, he has worked with reputed Indian and multinational companies. Shri Dinesh Mittal shall continue to function as the Group General Counsel & Company Secretary of the Company and a Key Managerial Personnel u/s 203 of the Companies Act, 2013.

The Written Memorandum under Section 190 of the Companies Act, 2013 setting out the terms of appointment of Shri Dinesh Mittal as Whole-time Director including payment of remuneration is available for inspection without any fee by the Members on all business days (except Saturday and Sunday) during 10.00 AM to 4.00 PM upto the date of Annual General Meeting at the Registered Office of the Company.

Members' approval is sought for the appointment of Shri Dinesh Mittal as a Director liable to retire by rotation, and Whole-time Director of the Company for a period of 5 (Five) years w.e.f. May 26, 2016, including payment of remuneration as set out in the accompanying resolution.

Shri Dinesh Mittal is interested in the resolution set out at Item no. 7 with regard to his appointment as Whole-time Director. Save and except the above, none of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financial or otherwise, in this resolution.

The Board commends the Special Resolution set out in Item No. 7 of the Notice for approval by the Members.

**By Order of the Board
For HT Media Limited**



**(Dinesh Mittal)
Group General Counsel & Company Secretary**

Place: New Delhi

Date: August 10, 2016

Details of the Directors seeking appointment / re-appointment in the Annual General Meeting to be held on September 20, 2016, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable requirements.

Name of Director	Shri Shamit Bhartia	Shri Dinesh Mittal
Age	37 years	54 years
Relationship with other Directors inter-se and Key Managerial Personnel	<ul style="list-style-type: none"> • Son of Smt. Shobhana Bhartia, Chairperson & Editorial Director • Brother of Shri Priyavrat Bhartia, Director 	None
Date of Appointment	December 3, 2002	May 26, 2016
Expertise in specific functional areas	Strategy formulation and general management	Legal, taxation, corporate secretarial and general management
Qualification	Degree in Economics (Dartmouth College, USA)	Bachelor's Degree in Law from Delhi University, Master's Degree in Law (IPR) from Queensland University, Australia, Fellow member of the Institute of Company Secretaries of India and Post Graduate Diploma in Business Administration from IPM, Ghaziabad
Terms and conditions of appointment/re-appointment	Director, liable to retire by rotation. Joint Managing Director w.e.f. May 15, 2015 for a period of 5 years	Director, liable to retire by rotation. Appointed as Whole-time Director w.e.f. May 26, 2016 for a period of 5 years. For remuneration details, please refer the proposed resolution under Item No. 7 of the Notice
No. of Equity Shares of Rs. 2/- each held in the Company	6 (5 shares jointly held with The Hindustan Times Limited)	1
Remuneration last drawn (during FY 16)	Rs. 335.79 Lacs	Not applicable
List of other companies in which Directorships are held*	<ul style="list-style-type: none"> • Hindustan Media Ventures Limited (<i>Listed entity</i>) • Jubilant Industries Limited (<i>Listed entity</i>) • The Hindustan Times Limited • HT Digital Media Holdings Limited • HT Learning Centers Limited • Goldmerry Investment & Trading Company Limited • Jubilant Agri & Consumer Products Limited • Firefly e-Ventures Limited • Earthstone Holding (Two) Limited 	<ul style="list-style-type: none"> • HT Music and Entertainment Company Limited • HT Education Limited • HT Digital Streams Limited • Topmovies Entertainment Limited
List of the Committees of Board of Directors (across all companies) in which Chairmanship/Membership is held[#]	<p>Member</p> <ul style="list-style-type: none"> • Audit Committee of HT Media Limited 	<p>Chairman</p> <ul style="list-style-type: none"> • Audit Committee of HT Music and Entertainment Company Limited <p>Member</p> <ul style="list-style-type: none"> • Audit Committee of HT Education Limited
No. of Board Meetings attended during FY 16	6	Not applicable

* As per latest disclosures received from the Directors, the directorship(s) mentioned above do not include directorship(s) of Foreign Companies, Section 8 Companies and Private Limited Companies.

[#]Pursuant to SEBI Regulation, only two Committees viz. Audit Committee and Stakeholders' relationship committee/ Investors' Grievance Committee have been considered.